



QUARTERLY STATEMENT

AS OF JUNE 30, 2010
OF THE CONDITION AND AFFAIRS OF THE

Fidelis SecureCare of Michigan Inc.

NAIC Group Code	3744	3744	NAIC Company Code	10769	Employer's ID Number	30-0312489
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []		Is HMO, Federally Qualified? Yes [X] No []			
Incorporated/Organized	12/09/2004		Commenced Business		07/15/2005	
Statutory Home Office	38777 West Six Mile Road, Suite 207			Livonia, MI 48152		
	(Street and Number)			(City, State and Zip Code)		
Main Administrative Office	1700 East Golf Road, Suite 1115		Schaumburg, IL 60173		847-605-0501	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1700 East Golf Road, Suite 1115		Schaumburg, IL 60173			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	1700 East Golf Road, Suite 1115		Schaumburg, IL 60173		847-592-9161	
	(Street and Number)		(City, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.fidelissc.com					
Statutory Statement Contact	Daniel Mark Erickson			847-592-9161		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dan.erickson@fidelissc.com					
	(E-Mail Address)			(Fax Number)		

OFFICERS

Name	Title	Name	Title
Catherine Joan Kiley Ms.	President	Samuel Randolph Willcoxon Mr.	Secretary
Dawn Marie Gilbert Ms. #	Treasurer		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Samuel Randolph Willcoxon Mr.	Jerome Wilborn Mr.	Wrenea Carlotta Rowe Ms. #
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State ofIllinois.....
County ofCook..... ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Catherine Joan Kiley Ms. President	Samuel Randolph Willcoxon Mr. Secretary	Dawn Marie Gilbert Ms. Treasurer
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Subscribed and sworn to before me this
_____ day of _____,
_____,

- a. Is this an original filing? Yes [] No []
- b. If no,
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	559,050		559,050	1,059,693
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$9,014,673), cash equivalents (\$0) and short-term investments (\$642,278)	9,656,951		9,656,951	8,633,440
6. Contract loans (including \$premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Aggregate write-ins for invested assets	0	0	0	0
11. Subtotals, cash and invested assets (Lines 1 to 10)	10,216,001	0	10,216,001	9,693,133
12. Title plants less \$charged off (for Title insurers only)			0	0
13. Investment income due and accrued	1,746		1,746	719
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection			0	0
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$earned but unbilled premiums)			0	0
14.3 Accrued retrospective premiums			0	0
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers			0	0
15.2 Funds held by or deposited with reinsured companies			0	0
15.3 Other amounts receivable under reinsurance contracts			0	0
16. Amounts receivable relating to uninsured plans			0	0
17.1 Current federal and foreign income tax recoverable and interest thereon			0	0
17.2 Net deferred tax asset	0	0	0	0
18. Guaranty funds receivable or on deposit			0	0
19. Electronic data processing equipment and software			0	0
20. Furniture and equipment, including health care delivery assets (\$)			0	0
21. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
22. Receivables from parent, subsidiaries and affiliates	15,458		15,458	49
23. Health care (\$) and other amounts receivable	81,934	52,049	29,885	63,771
24. Aggregate write-ins for other than invested assets	44,557	0	44,557	38,754
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	10,359,696	52,049	10,307,647	9,796,426
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
27. Total (Lines 25 and 26)	10,359,696	52,049	10,307,647	9,796,426
DETAILS OF WRITE-INS				
1001.				
1002.				
1003.				
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0	0
2401. Due From CMS	44,557		44,557	38,754
2402.				
2403.				
2498. Summary of remaining write-ins for Line 24 from overflow page	0	0	0	0
2499. Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	44,557	0	44,557	38,754

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	2,729,924		2,729,924	2,336,880
2. Accrued medical incentive pool and bonus amounts	92,472		92,472	172,700
3. Unpaid claims adjustment expenses	51,355		51,355	51,355
4. Aggregate health policy reserves	285,000		285,000	285,000
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued			0	1,625
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	1,150		1,150	230,650
16. Derivatives			0	
17. Payable for securities			0	0
18. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
19. Reinsurance in unauthorized companies			0	0
20. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
21. Liability for amounts held under uninsured plans	465,000		465,000	465,000
22. Aggregate write-ins for other liabilities (including \$ current)	28,104	0	28,104	64,728
23. Total liabilities (Lines 1 to 22)	3,653,005	0	3,653,005	3,607,938
24. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
25. Common capital stock	XXX	XXX	1	1
26. Preferred capital stock	XXX	XXX		0
27. Gross paid in and contributed surplus	XXX	XXX	2,624,999	2,624,999
28. Surplus notes	XXX	XXX		0
29. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
30. Unassigned funds (surplus)	XXX	XXX	4,029,642	3,563,488
31. Less treasury stock, at cost:				
31.1 shares common (value included in Line 25)				
\$)	XXX	XXX		0
31.2 shares preferred (value included in Line 26)				
\$)	XXX	XXX		0
32. Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	6,654,642	6,188,488
33. Total liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	10,307,647	9,796,426
DETAILS OF WRITE-INS				
2201. Due to CMS - overpayment (2007) LICS (2006)	28,104		28,104	64,728
2202.				
2203.				
2298. Summary of remaining write-ins for Line 22 from overflow page	0	0	0	0
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)	28,104	0	28,104	64,728
2401.	XXX	XXX		
2402.	XXX	XXX		
2403.	XXX	XXX		
2498. Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX	0	0
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	XXX	XXX	0	0
2901.	XXX	XXX		
2902.	XXX	XXX		
2903.	XXX	XXX		
2998. Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	XXX	XXX	0	0

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	3,769	4,793	8,886
2. Net premium income (including \$ non-health premium income).....	XXX	8,194,116	9,413,027	20,897,546
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses).....	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	8,194,116	9,413,027	20,897,546
Hospital and Medical:				
9. Hospital/medical benefits		2,991,945	3,738,514	6,808,345
10. Other professional services		1,263,789	1,009,944	2,475,394
11. Outside referrals			0	0
12. Emergency room and out-of-area		79,027	45,782	131,190
13. Prescription drugs		1,533,480	2,168,585	3,266,794
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		465,122	329,937	854,415
16. Subtotal (Lines 9 to 15)	0	6,333,363	7,292,762	13,536,138
Less:				
17. Net reinsurance recoveries		0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	6,333,363	7,292,762	13,536,138
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		288,805	331,942	731,550
21. General administrative expenses.....		866,415	995,825	2,194,650
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	7,488,583	8,620,529	16,462,338
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	705,533	792,498	4,435,208
25. Net investment income earned		18,434	31,634	52,282
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	18,434	31,634	52,282
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$).....			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	723,967	824,132	4,487,490
31. Federal and foreign income taxes incurred	XXX	246,149	280,204	1,525,747
32. Net income (loss) (Lines 30 minus 31)	XXX	477,818	543,928	2,961,743
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	6,188,488	3,164,786	3,164,786
34. Net income or (loss) from Line 32	477,818	543,928	2,961,743
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(11,664)	(45,024)	61,551
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	408
48. Net change in capital and surplus (Lines 34 to 47)	466,154	498,904	3,023,702
49. Capital and surplus end of reporting period (Line 33 plus 48)	6,654,642	3,663,690	6,188,488
DETAILS OF WRITE-INS			
4701. Change in unpaid claims - prior year.....		0	408
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	408

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	8,151,688	9,431,544	21,552,037
2. Net investment income.....	16,425	32,085	57,547
3. Miscellaneous income.....	33,886	0	(63,771)
4. Total (Lines 1 to 3).....	8,201,999	9,463,629	21,545,813
5. Benefit and loss related payments.....	6,020,547	8,776,968	16,027,335
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	1,155,220	1,194,169	2,477,457
8. Dividends paid to policyholders.....		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	246,149	280,204	1,525,747
10. Total (Lines 5 through 9).....	7,421,916	10,251,341	20,030,539
11. Net cash from operations (Line 4 minus Line 10).....	780,083	(787,712)	1,515,274
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	500,000	0	560,000
12.2 Stocks.....	0	0	0
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	0
12.5 Other invested assets.....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	500,000	0	560,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	0	0	559,013
13.2 Stocks.....	0	0	0
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	0	0	0
13.6 Miscellaneous applications.....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	0	0	559,013
14. Net increase (or decrease) in contract loans and premium notes.....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	500,000	0	987
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....		0	0
16.5 Dividends to stockholders.....	0	0	0
16.6 Other cash provided (applied).....	(256,572)	(107,326)	(112,746)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(256,572)	(107,326)	(112,746)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	1,023,511	(895,038)	1,403,515
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	8,633,440	7,229,925	7,229,925
19.2 End of period (Line 18 plus Line 19.1).....	9,656,951	6,334,887	8,633,440

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION										
	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year .....	.650	.0	.0	.0	.0	.0	.0	.650	.0	.0
2 First Quarter .....	.611	.0	.0	.0	.0	.0	.0	.611	.0	.0
3 Second Quarter .....	.638							.638		
4. Third Quarter .....	.0									
5. Current Year .....	.0									
6 Current Year Member Months	.3,769							.3,769		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	.0									
8. Non-Physician .....	.0									
9. Total	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
10. Hospital Patient Days Incurred	.739							.739		
11. Number of Inpatient Admissions	.122							.122		
12. Health Premiums Written(a) .....	.8,194,116							.8,194,116		
13. Life Premiums Direct .....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	.8,194,116							.8,194,116		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	.6,020,546							.6,020,546		
18. Amount Incurred for Provision of Health Care Services	.6,333,363							.6,333,363		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$8,194,116

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

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STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....	.867,521	4,608,220	1,310,181	1,419,743	2,177,702	2,336,880
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	.867,521	4,608,220	1,310,181	1,419,743	2,177,702	2,336,880
10. Healthcare receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	166,783	378,023	.0	92,472	166,783	172,700
13. Totals	1,034,304	4,986,243	1,310,181	1,512,215	2,344,485	2,509,580

(a) Excludes \$ loans or advances to providers not yet expensed.

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

NOTES TO FINANCIAL STATEMENTS

1.Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Fidelis SecureCare of Michigan Inc. are presented on the basis of accounting practices prescribed or permitted by the State of Michigan Department of Insurance.

Fidelis SecureCare of Michigan Inc is licensed and domiciled as a Health Maintenance Organization in the State of Michigan. The company is authorized to write Medicare business as a Medicare Advantage plan. The State of Michigan Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of a Health Maintenance Organization, for determining its solvency under the Michigan Insurance Law. The statement has been completed in accordance with the NAIC *Accounting Practices and Procedures Manual*. In NAIC SAP, some assets, such as prepaid expenses are not admitted. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices.

Cash and Cash Equivalents – Cash and cash equivalents include highly liquid investments that are both readily convertible to known amounts of cash, and so near to their maturity that they present insignificant risk of changes in value because of changes in interest rates. Cash includes savings accounts, and certificates of deposits with original maturities of three months or less. Cash equivalents are short-term investments that include investments with remaining maturities of greater than 90 days, but less than one year at the time of acquisition.

Bonds – Investments on bonds are carried at amortized costs. Bonds are amortized using the effective interest rate method. The amortized cost and estimated fair value of bonds as of June 30, 2010 are as follows:

	<u>Amortized Cost</u>	<u>Unrealized Gain(Loss)</u>	<u>Fair Value</u>
U.S. Gov’t. obligations	<u>\$559,050</u>	<u>\$2,998</u>	<u>\$562,048</u>

The statutory carrying value and the fair value of the bonds at June 30, 2010, by stated maturity, are shown below. These bonds are held in trust as required to be deposited in restricted accounts for member’s protection pursuant to federal and state regulatory requirements.

	<u>Amortized Cost</u>	<u>Unrealized Gain(Loss)</u>	<u>Fair Value</u>
Due in less than 1 year	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Due in one through five yrs	<u>\$559,050</u>	<u>\$2,998</u>	<u>\$562,048</u>
Due in over five years	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>

In December 2003, the Emerging Issues Task Force (“EITF”) issued EITF 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments. EITF 03-1 specifies certain quantitative and qualitative disclosures for debt and marketable equity securities classified as available for sale or held-to maturity and where costs exceeds market value at the balance sheet date but for which an other-than-temporary impairment has not been recognized. As of June 30, 2010 the fair value of securities, \$562,048 exceeded its book value (amortized cost) by \$2,998 for US governments due to mature between one and five years from balance sheet date. The book value (amortized cost) of these instruments as of June 30, 2010 is \$559,050.

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Health premiums are earned monthly over the terms of the related insurance contracts or policies. Expenses incurred in connection with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

The amount of dividends to be paid to policyholders is determined annually by the Company’s Board of Directors. The aggregate amount of policyholders’ dividends is related to actual interest, mortality, morbidity, and expense experience for the year and judgment as to the appropriate level of statutory surplus to be retained by the Company.

In addition, the company uses the following accounting policies:

- (1) Short-term investments are stated at amortized cost.

STATEMENT AS OF JUNE 30, 2010 OF THE
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NOTES TO FINANCIAL STATEMENTS

- (2) Bonds not backed by other loans are stated at amortized cost using the constant yield interest method.
 - (3) Common stocks are stated at market except that investments in stocks of uncombined subsidiaries and affiliates in which the Company has an interest of 10% or more (per SSAP 88) are carried on the equity basis.
 - (4) Not applicable
 - (5) Not applicable
 - (6) Not applicable
 - (7) Not applicable
 - (8) Not applicable
 - (9) Not applicable
 - (10) The Company does not consider anticipated investment income when calculating its premium deficiency reserves.
 - (11) Unpaid losses and loss adjustment expenses include an amount determined from individual case estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
 - (12) The Company has not modified its capitalization policy from the prior period.
 - (13) Not applicable
2. Accounting Changes and Corrections of Errors
- Not applicable
3. Business Combinations and Goodwill
- Not applicable
4. Discontinued Operations
- Not applicable
5. Investments
- Not applicable
6. Joint Ventures, Partnerships and Limited Liability Companies
- The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies.
7. Investment Income
- Investment income includes interest and dividend income due and unpaid on short term investments. All amounts have been admitted at June 30, 2010.
8. Derivative Instruments
- Not applicable
9. Income Taxes

A. The components of the net deferred tax asset at June 30, 2010 and December 31, 2009 are as follows:

	2010	2009
Total of gross deferred tax assets	\$369,596	\$369,596
Total of deferred tax liabilities	0	0
Net deferred tax asset	369,596	369,596
Deferred tax assets nonadmitted	369,596	369,596
Net deferred tax asset	\$0	\$0
Increase in nonadmitted asset	\$0	\$0

The change in net deferred income taxes is comprised of the following (this analysis is exclusive of nonadmitted assets as the Change in Nonadmitted Assets is reported separately from the Change in Net Deferred Income Taxes in the surplus section of the Annual Statement):

**STATEMENT AS OF JUNE 30, 2010 OF THE
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NOTES TO FINANCIAL STATEMENTS

	2010	2009	Change
Total gross deferred tax assets	\$369,596	\$369,596	\$0
Total of deferred tax liabilities	0	0	0
Net deferred tax asset	369,596	369,596	0
Tax effect of unrealized gain (loss)	0	0	0
Change in net deferred income taxes	\$0	\$0	0

- B. The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities at June 30, 2010 and December 31, 2009 are as follows:

	2010	2009
Deferred tax assets		
Start-up costs	\$352,182	\$352,182
Loss reserve discount	17,414	17,414
Total deferred tax assets	369,596	369,596
Nonadmitted deferred tax assets	369,596	369,596
Admitted deferred tax assets	0	0
Deferred tax liabilities		
Total deferred tax liabilities	0	0
Net deferred tax asset admitted	\$0	\$0

- C. The provision for incurred income tax expense for the years ended June 30, 2010 and December 31, 2009 is:

	2010	2009
Federal - excluding net capital gains (losses)	246,149	1,525,746
Federal tax on net capital gains (losses)	0	0
Federal income taxes incurred	246,149	1,525,746

- D. No significant reconciling items to disclose.
- E. There are no income taxes incurred in the current year that will be available for recoupment in the event of future losses.
- F. Fidelis SecureCare of Michigan Inc files consolidated Federal Tax returns with its parent, Fidelis SeniorCare Inc. Two affiliated companies, Fidelis SecureCare of North Carolina, Inc. and Fidelis SecureCare of Texas, Inc. also file in that consolidated tax return. Subsidiary federal tax liability shall be paid to the parent company and filed as part of a consolidated federal tax return. The group’s consolidated federal tax liability shall be apportioned for purposes of computing earnings and profits in accordance with the method provided in Section 1552(a)(1) of the Code and Regulations Section 1.1552-1(a)(1). The group’s unitary tax liability shall be apportioned for tax purposes in accordance with the requirements of applicable state law, or, if none, as reasonably determined by the Parent.

10. Information Concerning Parent, Subsidiaries and Affiliates

A., B., C. & D.

The Company paid no dividends to the Parent Company through June 30, 2010. At June 30, 2010 and December 31, 2009, Fidelis SecureCare of Michigan reported \$15,458 and \$49 as amounts due from the Parent Company, Fidelis Senior Care Inc. and \$0 and \$0 as amounts due from Fidelis Healthcare Services. These amounts due from the parent relate to the settlement in accordance with the administrative services agreement between the Parent and the Company. The parent entity, Fidelis SeniorCare Inc. provides administrative services to the health plan, Fidelis SecureCare of Michigan Inc.

As of June 30, 2010 and December 31, 2009, the Company has \$688 and \$190,702 due to the Parent and \$462 and \$39,948 due to Fidelis HealthCare Services Inc. respectively. Amounts due to the parent are related to tax payable in accordance with the Company’s tax sharing agreement with the Parent. Amounts due to Fidelis Healthcare Services are related to services provided under the Provider Network Agreement. Fidelis SecureCare of Michigan settles all intercompany transactions within 45 days of the end of fiscal periods.

For the years ended June 30, 2010 and December 31, 2009, Fidelis SecureCare of Michigan incurred \$1,155,220 and \$2,944,083 in costs for the Parent Company, Fidelis SeniorCare, Inc. and \$551,689 and \$483,656 in costs for Fidelis HealthCare Services, Inc.

- E. Not applicable

**STATEMENT AS OF JUNE 30, 2010 OF THE
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NOTES TO FINANCIAL STATEMENTS

- F. The Company has amounts due to and due from the Parent Company, Fidelis SeniorCare, Inc., in accordance with the administrative services agreement and tax sharing agreement. The Company has amounts due to Fidelis Healthcare Services relating to services provided under the Provider Network Agreement.
- G. All outstanding shares of Fidelis SecureCare of Michigan are owned by the Parent Company, Fidelis SeniorCare Inc, is an insurance holding company domiciled in the State of Delaware.
- H. Not applicable
- I. Not applicable
- J. Not applicable
- K. Not applicable
- L. Not applicable
- M. Not applicable
11. Debt
- Not applicable
12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
- Not applicable
13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
- (1) The Company has 100 shares authorized, 100 shares issued and 100 shares outstanding. All shares are Common shares.
 - (2) The Company has no preferred stock outstanding.
 - (3) No extraordinary dividends or other extraordinary distributions to its shareholder until 30 days after the commissioner has received notice of the declaration thereof and has not within such period disapproved such payment within such thirty day period. For purposes of this section, an extraordinary dividend or distribution includes any dividend or distribution of cash or other property, whose fair market value together with that of other dividends or distributions made within the preceding twelve months exceeds the greater of ten percent of such insurer's surplus as regards policyholders as of December 31 next preceding, or the net gain from operations of such insurer, not including realized capital gains, for the twelve-month period ending December 31. Any other provision of law to the contrary notwithstanding, an insurer may declare an extraordinary dividend or distribution which is conditional upon the commissioner's approval thereof, and such a declaration confers no rights upon shareholders until the commissioner has approved the payment of such dividend or distribution or the commissioner has not disapproved such payment within the thirty-day period.
 - (4) Not applicable
 - (5) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
 - (6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
 - (7) The total amount of advances to surplus not repaid is \$0.
 - (8) Not applicable
 - (9) Not applicable
 - (10) Not applicable
 - (11) Not applicable
 - (12) Not applicable
 - (13) Not applicable
14. Contingencies
- Not applicable
15. Leases
- A. Lessee Operating Lease
- (1) There is no commitment for the Company.
 - (2) The company is not involved in any material sales – leaseback transactions.
16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

NOTES TO FINANCIAL STATEMENTS

Not applicable

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not applicable

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Not applicable

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable

20. Other Items

A. Not applicable

B. Not applicable

C. Other Disclosures. Assets with a market value of \$1,201,328 at June 30, 2010 were on deposit with JP Morgan as custodian in compliance with the Michigan Department of Insurance requirements. This consisted of Treasury Notes, with an amortized cost of \$559,050 and a market value of \$642,278 in JP Morgan Federal Money Market.

D. Not applicable

E. Not applicable

F. Not applicable

G. Not applicable

21. Events Subsequent

Not applicable.

22. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

NOTES TO FINANCIAL STATEMENTS

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?

Yes () No (X)

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate \$_____.
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement? \$_____.

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- (1) What in the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of payment or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$_0_____
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$_____

-

B. Uncollectible Reinsurance

The Company has written off in the current year reinsurance balances due (from the companies listed below) in the amount of: \$_0_____, which is reflected as:

- | | |
|---------------------------------------|-----------|
| (1) Losses incurred | \$ 0_____ |
| (2) Loss adjustment expenses incurred | \$ 0_____ |
| (3) Premiums earned | \$ 0_____ |
| (4) Other | \$ 0_____ |

C. Commutation of Ceded Reinsurance

The Company has reported \$0 in its operations in the current year as a result of commutation of reinsurance.

23. Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable

24. Change in Incurred Claims and Claim Adjustment Expenses

	2010	2009
Balance at, January 1, 2010	\$2,388,235	\$4,878,588
Reinsurance balance recoverable for unpaid claims	0	0
Gross balance	2,388,235	4,878,588
Incurred claims and claims adjustment expense related to:		
Current year	7,467,227	14,372,626
Prior year	(1,309,637)	(959,353)
Total incurred claims and claims adjustment expenses	6,157,590	13,413,273

Less claims paid:

STATEMENT AS OF JUNE 30, 2010 OF THE
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NOTES TO FINANCIAL STATEMENTS

Current year	4,897,025	11,984,391
Prior year	867,521	3,919,235
Total paid	5,764,546	15,903,626
<hr/>		
Balance at, June 30, 2010	\$2,781,279	\$2,388,235
<hr/>		

25.

Intercompany Pooling Arrangements

Not applicable
26.

Structured Settlements

Not applicable.
27.

Health Care Receivables

Not applicable.
28.

Participating Policies

The Company paid dividends in the amount of \$0 to policyholders and did not allocate any additional income to such policyholders.
29.

Premium Deficiency Reserves

As of June 30, 2010 the Company had liabilities of \$0 related to premium deficiency reserves. The Company does not consider anticipated investment income when calculating its premium deficiency reserves.
30.

Anticipated Salvage and Subrogation

Not applicable

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐

- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.

- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒

- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

If yes, attach an explanation.

Yes ☒ No ☐ NA ☐

- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009

- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2006

- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

05/11/2008

- 6.4

By what department or departments?

- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒

- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐

- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒

- 7.2

If yes, give full information:

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒

- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒

- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes [X] No []
- (a)

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b)

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c)

Compliance with applicable governmental laws, rules and regulations;
- (d)

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e)

Accountability for adherence to the code.
- 9.11

If the response to 9.1 is No, please explain:

.....
- 9.2

Has the code of ethics for senior managers been amended?.....

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

15,458

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:

.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

		1		2
		Prior Year-End		Current Quarter
		Book/Adjusted		Book/Adjusted
		Carrying Value		Carrying Value
14.21	Bonds	\$	\$	\$
14.22	Preferred Stock	\$	\$	\$
14.23	Common Stock	\$	\$	\$
14.24	Short-Term Investments	\$	\$	\$
14.25	Mortgage Loans on Real Estate	\$	\$	\$
14.26	All Other	\$	\$	\$
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0	\$0
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$	\$
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?.....

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase.....	Chase Manhattan Plaza, New York, NY 1005-1489.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.		1 Amount
1. Operating Percentages:		
1.1 A&H loss percent.....	77.3%	
1.2 A&H cost containment percent	0.0%	
1.3 A&H expense percent excluding cost containment expenses	%	
2.1 Do you act as a custodian for health savings accounts?	Yes [] No [X]	
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$.....	
2.3 Do you act as an administrator for health savings accounts?	Yes [] No [X]	
2.4 If yes, please provide the balance of funds administered as of the reporting date.	\$.....	

SCHEDULE S - CEDED REINSURANCE

[illegible]

STATEMENT AS OF JUNE 30, 2010 OF THE
Fidelis SecureCare of Michigan Inc.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N						.0	
2. Alaska	AK	N						.0	
3. Arizona	AZ	N						.0	
4. Arkansas	AR	N						.0	
5. California	CA	N						.0	
6. Colorado	CO	N						.0	
7. Connecticut	CT	N						.0	
8. Delaware	DE	N						.0	
9. Dist. Columbia	DC	N						.0	
10. Florida	FL	N						.0	
11. Georgia	GA	N						.0	
12. Hawaii	HI	N						.0	
13. Idaho	ID	N						.0	
14. Illinois	IL	N						.0	
15. Indiana	IN	N						.0	
16. Iowa	IA	N						.0	
17. Kansas	KS	N						.0	
18. Kentucky	KY	N						.0	
19. Louisiana	LA	N						.0	
20. Maine	ME	N						.0	
21. Maryland	MD	N						.0	
22. Massachusetts	MA	N						.0	
23. Michigan	MI	L	8,194,116					8,194,116	
24. Minnesota	MN	N						.0	
25. Mississippi	MS	N						.0	
26. Missouri	MO	N						.0	
27. Montana	MT	N						.0	
28. Nebraska	NE	N						.0	
29. Nevada	NV	N						.0	
30. New Hampshire	NH	N						.0	
31. New Jersey	NJ	N						.0	
32. New Mexico	NM	N						.0	
33. New York	NY	N						.0	
34. North Carolina	NC	N						.0	
35. North Dakota	ND	N						.0	
36. Ohio	OH	N						.0	
37. Oklahoma	OK	N						.0	
38. Oregon	OR	N						.0	
39. Pennsylvania	PA	N						.0	
40. Rhode Island	RI	N						.0	
41. South Carolina	SC	N						.0	
42. South Dakota	SD	N						.0	
43. Tennessee	TN	N						.0	
44. Texas	TX	N						.0	
45. Utah	UT	N						.0	
46. Vermont	VT	N						.0	
47. Virginia	VA	N						.0	
48. Washington	WA	N						.0	
49. West Virginia	WV	N						.0	
50. Wisconsin	WI	N						.0	
51. Wyoming	WY	N						.0	
52. American Samoa	AS	N						.0	
53. Guam	GU	N						.0	
54. Puerto Rico	PR	N						.0	
55. U.S. Virgin Islands	VI	N						.0	
56. Northern Mariana Islands	MP	N						.0	
57. Canada	CN	N						.0	
58. Aggregate other alien	OT	XXX	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	.0	8,194,116	.0	.0	.0	.0	8,194,116	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0	
61. Total (Direct Business)	(a) 1	0	8,194,116	0	0	0	0	8,194,116	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered – Licensed Insurance Carrier or Domiciled RRG; (R) Registered – Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible – Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above – Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

	Versant Ventures FEIN 94-3410103 19.7 % owner of Fidelis SeniorCare Inc.				Collinson Howe and Lennox FEIN 06-16236012 23.1% owner of Fidelis SeniorCare Inc.				Highland Capital Partners FEIN 04-3545784 27.1% owner of Fidelis SeniorCare Inc.			Arcapita 14.3 % owner of Fidelis SeniorCare Inc.		
					Fidelis SeniorCare Inc. Group Code 3744									
	Fidelis SecureCare of North Carolina Inc Company Code 12288				Fidelis SecureCare of Michigan Inc Company Code 10769				Fidelis SecureCare of Texas Inc Company Code 12597			Fidelis HealthCare Services		

STATEMENT AS OF JUNE 30, 2010 OF THE
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1.Medicare Advantage plans are not required to file.

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF JUNE 30, 2010 OF THE
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SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,059,693	1,053,637
2. Cost of bonds and stocks acquired		559,013
3. Accrual of discount	511	7,517
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals		0
6. Deduct consideration for bonds and stocks disposed of	500,000	560,000
7. Deduct amortization of premium	1,154	474
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	559,050	1,059,693
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	559,050	1,059,693

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SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	1,058,511		500,000	539	1,058,511	559,050	.0	1,059,693
2. Class 2 (a).....	.0				.0	.0	.0	.0
3. Class 3 (a).....	.0				.0	.0	.0	.0
4. Class 4 (a).....	.0				.0	.0	.0	.0
5. Class 5 (a).....	.0				.0	.0	.0	.0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	1,058,511	0	500,000	539	1,058,511	559,050	0	1,059,693
PREFERRED STOCK								
8. Class 1 .....	.0				.0	.0	.0	.0
9. Class 2 .....	.0				.0	.0	.0	.0
10. Class 3 .....	.0				.0	.0	.0	.0
11. Class 4 .....	.0				.0	.0	.0	.0
12. Class 5 .....	.0				.0	.0	.0	.0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	1,058,511	0	500,000	539	1,058,511	559,050	0	1,059,693

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....; NAIC 2 \$.....; NAIC 3 \$.....; NAIC 4 \$.....; NAIC 5 \$.....; NAIC 6 \$.....

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SCHEDULE DA - PART 1

Short-Term Investments					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	642,278	XXX	642,278		

SCHEDULE DA - VERIFICATION

Short-Term Investments		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	127,886	80,896
2. Cost of short-term investments acquired	514,392	46,990
3. Accrual of discount.....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals.....		0
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	642,278	127,886
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	642,278	127,886

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B- Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3
NONE

Schedule D - Part 3
NONE

Schedule D - Part 4
NONE

Schedule DB - Part A - Section 1
NONE

Sch. DB - Pt. A - Sn. 1 - Footnote (a)
NONE

Schedule DB - Part B - Section 1
NONE

Sch. DB - Pt. B - Sn. 1 - Footnotes
NONE

Schedule DB - Part D
NONE

SCHEDULE E - PART 1 - CASH

[illegible]

Schedule E - Part 2 - Cash Equivalents
NONE